

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-12480 (LSS)
)
) (Jointly Administered)
)
) **Ref. Docket Nos. 293 & 669**

DECLARATION OF HOWARD TUCKER

I, Howard Tucker, hereby declare pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) as follows:

1. I am a certified public accountant (“CPA”) and a retired partner of Ernst & Young LLP (“EY LLP”). I hold a CPA license from New York State.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

2. I submit this declaration (the “Declaration”) to provide disclosures in relation to my services to be provided to the Debtors pursuant to the *Debtors’ Application for Entry of an Order (I) Authorizing the Retention and Employment of Ernst & Young LLP as Tax, Accounting and Valuation Services Provider, Effective as of November 3, 2024, and (II) Granting Related Relief* [Docket No. 293], and in compliance with that certain *Order (I) Authorizing the Retention and Employment of Ernst & Young LLP as Tax, Accounting and Valuation Services Provider Effective as of November 3, 2024, and (II) Granting Related Relief* [Docket No. 669], approving the retention and employment of EY LLP in these chapter 11 cases. The facts set forth in this Declaration are based upon my personal knowledge, upon information and belief, and upon records kept and reviewed by me.

Disinterestedness

3. Based on the connections check process that is described herein, to the best of my knowledge, information and belief, I (a) do not hold or represent an interest adverse to the Debtors’ estates, and (b) am a “disinterested person,” as such term is defined in section 101(14) of the Bankruptcy Code, as required under section 327(a) of the Bankruptcy Code. Moreover, to the best of my knowledge, information and belief, my subcontracting with EY LLP is not prohibited or restricted by Bankruptcy Rule 5002.

Professional Compensation and Reimbursement of Expenses

4. EY LLP intends to subcontract with me to assist EY LLP in its provision of certain services to one or more of the Debtors in these chapter 11 cases. My hourly billing rate for such work will be \$525. I understand that EY LLP will bill my fees to the Debtors at cost, and include my fees in EY LLP’s fee applications in these cases.

Disclosure of Connections

5. I understand that Debtors' counsel provided a list of names of parties in interest in these cases (the "PIIL") to EY LLP on or about October 15, 2024. EY LLP forwarded that list to me on or about November 21, 2024, that was then supplemented by Debtors' counsel. The specific names that were set forth on the PIIL that EY LLP received from the Debtors' counsel are referred to herein as the "Parties in Interest."

6. Based on a review of my files and my recollection, I have not provided services within the past three years to any of the Parties in Interest.

7. To the best of my knowledge, information and belief, none of the services rendered to Parties in Interest by me have been in connection with the Debtors or these chapter 11 cases, except as otherwise stated herein.

8. I have in the past and may continue to purchase goods and/or services from various entities on the PIIL. All such relationships are unrelated to the Debtors and these chapter 11 cases.

9. As a retired EY LLP partner, I receive certain benefits and retirement distributions that are provided to retired EY LLP partners as a result of my prior role as a partner of EY LLP.

10. While I was a partner at EY LLP, I may have performed services for EY LLP clients that relate to the Debtors merely because such clients may be creditors or counterparties to transactions with the Debtors and whose assets and liabilities may thus be affected by the Debtors' status. The disclosures set forth herein do not include specific identification of such services.

11. I do not directly hold any debt or equity securities of the Debtors. I may hold interests in mutual funds or other investment vehicles that may own securities of the Debtors.

12. To the best of my knowledge, information and belief, I have no connections to the Bankruptcy Judges in this District, the United States Trustee for the region in which these chapter

11 cases are pending, or any person employed in the Office of the United States Trustee in the city in which these chapter 11 cases are pending as identified in the PIIL.

13. Despite the efforts described above to identify and disclose connections with Parties in Interest, because the Debtors are a large enterprise with numerous creditors and other relationships, I am unable to state with certainty that every client representation or other connection with Parties in Interest has been disclosed herein. If I discover additional information that requires disclosure, I will file supplemental disclosures with the Court.

14. Prior to the petition date, I performed certain professional services for the Debtors and their non-debtor affiliates, including tax services.

15. I have not shared or agreed to share any of my compensation in connection with this matter with any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: February 3, 2025

/s/ Howard Tucker
Howard Tucker